

Property Owners of Woodland Hills, Inc. BY-LAWS

Article I

Offices

Section 1 The principle mailing address of the corporation 709 Mary Joe Rd ,
Kemp Tx. 75143.

Section 2 The corporation may also have offices at such places, both within and
without the State of Texas, as the Board of Directors may from time to time
determine, or the business of thee corporation may require.

Article II

Meetings of Property Owners

Section 1 Biannual meetings of the property owners commencing with the year
1995 shall be held in April and September at the waterfront picnic area, the exact
date to be determined by the Board of Directors and the President and sent to
property owners 10 days prior to the meetings. The election of officers will take
place at the September meeting by a majority vote of members present and voting,
where we will also conduct such other business as may properly be brought before
the meeting.

Section 2 The officer in charge of the property owners membership books shall
prepare and make at least 10 days before each meeting of the property owners, a
complete list of the property owners entitled to vote at said meeting. Such list
shall be open to the examination of any property owner, and produced and kept at
the time and place of the meeting.

Section 3 Special meetings of the property owners, for any purpose, unless otherwise
may be called by the President and shall be called by the President or Secretary at the
request in writing of a majority of the Board of Directors, or at the request in writing
of 1/10 of the property owners entitled to vote. Such request shall state the purpose
of thee proposed meeting. These meetings of the property owners may be held at such
time and place, within or without the State of Texas, as shall be stated in the notice
of the meeting, or in a duly executed waiver of notice thereof. The exact place of such
meetings, including the city and street address, shall be stated in the notice or wavier
of meeting. Written notice of a special meeting of property owners, stating the time
, place and object thereof, shall be given to each property owner entitled to vote
thereat, at least 10 days before the date fixed for the meeting. Business transacted at
any special meeting of the property owners shall be limited to the purposes stated in
the notice.

Section 4 The property owners entitled to vote thereat, present in person, shall constitute a quorum at all the meetings for the transaction of business.

Section 5 When a quorum is present at any meeting, the vote of the property owners having voting power, present in person, shall decide any question brought before such meeting, unless the question is one upon which by express provision a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 6 Each property owners shall at every meeting of the property owners be entitled to one vote only, regardless of the number of lots owned by said property owner. When specific issues are noted in the biannual letter for the vote at the upcoming meeting, proxies may be given by written letter and will be allowed providing the property owner is entitled to vote.

Article III

Directors

Section 1 The number of Directors shall be seven. The directors shall be elected at the September meeting of the property owners, except as provided in Section 3 of this article and each director elected shall hold office until his successor is elected and qualified, All directors shall be a member of said Association. Directors will be elected for two year terms, four elected one year and three the next.

Section 2 The business of the corporation shall be managed by its Board of Directors. A majority of Directors shall constitute a quorum for transaction of business.

Section 3 Vacancies in the authorized number of directors may be filled by a majority of the directors then in office and the directors so chosen shall hold office for the remainder of the term.

Section 4 Directors shall not be liable to the corporation or its members for monetary damages arising out of an act or omission by the directors in their capacities as such. The corporation will indemnify directors in certain instances against judgement, penalties fines, settlements, and reasonable expense incurred by the directors in defending the action. In order to qualify for indemnification, the directors must have acted in good faith and reasonably believed that his actions were in the best interest of the corporation. Directors will generally not qualify for indemnification if they are found liable for receiving an improper benefit or are found liable to the corporation.

Article IV

Notices

Section 1 Notices to the directors and property owners shall be in writing and delivered personally or mailed to the directors or property owners at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice to the directors may also be given by telephone.

Article V

Officers

Section 1 The officers of the corporation shall be a President, which office shall be filled by resolution of the Board of Directors, a Vice-President, a Secretary, and a Treasurer. One person may serve as combination Secretary-Treasurer.

Section 2 The Board of Directors at its first meeting after each September meeting of property owners shall choose a President from among the directors, and shall choose a Vice-President, a Secretary, and a Treasurer, all of whom must be members in good standing of the Association.

Section 3 The Board of Directors may appoint such other offices and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4 The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancies occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 5 *The President* The President, shall when present, preside at all meetings of the Board of Directors and of the property owners and he shall have the power to call special meetings of the property owners and the directors for any purpose of purposes, appoint and discharge, subject to the approval of reviewing by the Board of Directors, employees and agents of the corporation, make a sign contracts and agreements in the name and on behalf of the Corporation. The President shall put into operations such business policies of the corporation and shall be decided upon by the Board, The President shall have the general management and control of the business and affairs of the corporation, and shall be the executive officer of the corporation,

and the President, in carrying out such business policies is given the necessary authority to discharge such responsibilities. He shall see that the books and reports required by the statute under which the corporation is organized or any other laws applicable thereto are properly kept, made and filed according to the law, and he shall generally do and preform all acts incident to the office of President or which are authorized or required by law. The incoming President shall appoint a minimum of two board members to audit the books of the Association each year immediately after the September meeting.

Section 6 *The Vice-Presidents* The Vice-President, unless otherwise determined by the Board of Directors, shall in the absence or disability of the President, preform all duties and exercise the powers of the President. They shall also generally assist the President, and exercise such powers and perform such other duties as are delegated to them by the President, and as the Board of Directors shall approve.

Section 7 *The Secretary* The Secretary shall attend all meetings of the Board of Directors and all meetings of the property owners and record all the proceedings of the members of the corporation and the Board of Directors in a volume to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notices of all meetings of the property owners and special meetings of the Board of Directors, under whose supervision he shall be.

Section 8 *The Treasurer* The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of receipts disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 9 He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking property vouchers for such disbursements, and shall render to the President and to the Board of Directors so requires, an account of all transactions as treasurer and the financial condition of the corporation.

Section 10 The Assistant Treasurer, if there is one, shall in the absence of or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. He shall perform such other duties and have such other powers and the Board of Directors may from time to time prescribe.

Section 11 *Compensation of Secretary & Treasurer.* Either of both of these offices or combined Secretary-Treasurer position may be paid position, the amount to be determined by the Board of Directors.

Article VI

General Provisions

Section 1 Each property owner in the Woodland Hills Subdivision shall be assessed the same biannual dues regardless of the number of lots owned, the amount of which shall be recommended by the board of Directors and determined by a majority vote of the property owners at three biannual meetings. Dues are collected at each biannual meeting.

Section 2 the Secretary /Treasurer of said corporation shall, 30 days after each meeting, mail to property owners who are in arrears a notice of unpaid dues. At 60 days after each biannual meeting unpaid dues will be considered delinquent. Delinquent dues must be paid prior to the mailing of the 10 day notice of any meeting for a property owner to be considered a member in good standing and eligible to vote.

Section 3 All property must be kept clean and free of trash, litter or garbage and all improperly stored items, and eliminate all potential hazards or unsanitary conditions. All grass and weeds must be kept under 12 inches.

Section 4 No farm, fowl or agricultural animals are permitted to be raised within the plat of Woodland Hills subdivision.

Section 5 Any property owner found to be in violation of said Bylaws will be notified and be given 15 days to correct the violation. If correction of violation of other arrangements are not made within this time frame, the Woodland Hills Corporation can take necessary corrective action with violator (property owner) being held responsible for any monetary expenses. A lien can be filed against the property for the collection of said expenses or for the collection of delinquent dues.

Article VII

Amendments

Section 1 the Bylaws may be altered or repealed at any regular meeting of the property owners or of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting.

This copy of the bylaws of Woodland Hills Subdivision was retyped on 10/18/2005 and any errors made will fall back on the original copy of the bylaws.

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1964 411

RESTRICTIONS APPLICABLE TO THE
WOODLAND HILLS SUBDIVISION

STATE OF TEXAS
COUNTY OF HENDERSON

KNOW ALL MEN BY THESE PRESENTS:

The following Restrictions shall apply to the Woodland Hills Subdivision on the D. O. Williams Survey, Abstract No. 841, in Henderson County, Texas, owned by Byron Mayo and Minnie Mayo and shown of record by plat of said subdivision recorded in Vol.2, page 71 of the Plat Records of Henderson County, Texas:

1. Subject to Local, County, and State sanitary health regulations. No outside toilets shall be permitted on this property
2. All cabins or residential units shall be of permanent construction and shall contain no less than 400 square feet of floor space. All buildings must be completed on the exterior within 120 days from beginning and painted with two coats of outside paint (excluding masonry) within 60 days from completion of exterior. All new exterior construction shall be of new finished type frame wood siding, asbestos siding, masonry or masonry veneer, and shall set back a minimum of 20 feet from the front property line and not nearer than five feet from any interior property line. All out-buildings must be painted unless of masonry construction. No building shall be moved upon this property unless same is new construction.
3. This property is to be used for residential purposes only.
4. No shacks, trailer houses, or tents shall be permitted on this property or anything that might constitute a public nuisance. Any person or persons owning property in this addition may enforce these restrictions by proceedings at law in the event these restrictions are broken.

EXECUTED THIS 29th day of January, 1964.

Byron Mayo
(Byron Mayo)

Minnie Mayo
(Minnie Mayo)